

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE: (312) 984-3821

T. D. MARION
DIRECTOR-EQUIPMENT FINANCING
AND ASSISTANT TREASURER

October 10, 1986

Honorable Noretta R. McGee
Acting Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2215
Washington, D.C. 20423

RECORDATION NO. 14997-# Filed & Recorded No. 6-287A011
Date OCT 14 1986 4 0 AM
Fee \$ 10.00
INTERSTATE COMMERCE COMMISSION
ICC Washington, D. C.

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 8 dated as of October 9, 1986, a secondary document, supplementing the Manufacturing Agreement dated as of May 7, 1985.

Parties to this transaction are as follows:

Trailer Train Company (Purchaser)
101 North Wacker Drive
Chicago, Illinois 60606

Thrall Car Manufacturing Company (Manufacturer)
26th and State Street
Chicago Heights, Illinois 60411

ICC OFFICE OF
THE STOREMAN
OCT 14 8 34 AM '86
MOTOR OPERATIONS UNIT

The general description of the equipment is as follows:

TYPE	AAR Mechanical Designation	Number of Units	Marked*	Numbered	Contract
5-platform con- tainer well cars	FC	16	DTTX	62384-62399	T-4086-T
		44	DTTX	62400-62443	T-4086-T
Center partitioned	FC	100	TTZX	86275-86374	T-4086-T

* All units will have marked on each side the following legend,
"Ownership Subject to a Security Agreement Filed with the Interstate
Commerce Commission".

Enclosed is our check in the amount of \$10.00 to cover filing fees.

Prior recordings relating to this Supplement No. 8 being recorded are as follows:

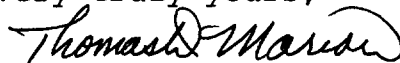
- (1) Manufacturing Agreement dated May 7, 1985
recorded on October 2, 1985, at 12:45 p.m.,
recordation number 14797;
- (2) Manufacturing Agreement Supplement No. 1
dated August 20, 1985, recorded October 2,
1985, at 12:45 p.m., recordation number 14797-A;
- (3) Manufacturing Agreement Supplement No. 2
dated December 16, 1985, recorded December 23,
1985, at 10:45 a.m., recordation number 14797-B;
- (4) Manufacturing Agreement Supplement No. 3
dated January 27, 1986, recorded February 4,
1986, at 10:55 a.m., recordation number 14797-C;
- (5) Manufacturing Agreement Supplement No. 4
dated April 28, 1986, recorded May 2, 1986,
at 10:20 a.m., recordation number 14797-D;
- (6) Manufacturing Agreement Supplement No. 5
dated June 1, 1986, recorded June 11, 1986,
at 10:30 a.m., recordation number 14797-E;
- (7) Manufacturing Agreement Supplement No. 6
dated July 15, 1986, recorded July 21, 1986,
at 9:15 a.m., recordation number 14797-F;
- (8) Manufacturing Agreement Supplement No. 7
dated July 24, 1986, recorded July 28, 1986,
at 10:00 a.m., recordation number 14797-G.

A short summary of the Manufacturing Agreement Supplement No. 8 to appear in the Index is as follows:

"Manufacturing Agreement Supplement #8 covering 60
5-platform container-well cars and 100 center
partitioned bulkhead cars."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copies to the undersigned or bearer.

Very truly yours,



Thomas D. Marion
Director - Equipment Financing
and Assistant Treasurer

TDM/ald
Enclosures

OCT 14 1986 4 0 AM

MANUFACTURING AGREEMENT SUPPLEMENT #8, dated as of October 9, 1986, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of May 7, 1985, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

THRALL CAR MANUFACTURING COMPANY

By: Jim Higgins

Vice President

(Corporate Seal)

ATTESTATION:

P. L. Leblond
Secretary

TRAILER TRAIN COMPANY

By: R. E. J. J. J. J.

Vice President

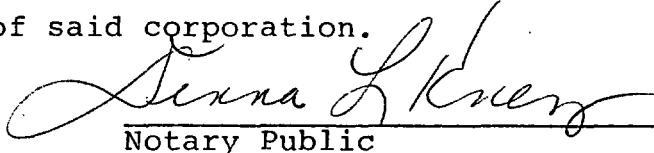
(Corporate Seal)

ATTESTATION:

V. D. Marion
Assistant Secretary

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 10TH day of October, 1986, before me personally appeared ~~G. S. McNally~~ ^{J. M. Higgins}, to me personally known, who, being by me duly sworn, says that he is a Vice President of THRALL CAR MANUFACTURING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(NOTARIAL SEAL)

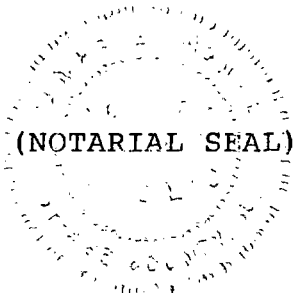
DENNA L. KNEZ
Notary Public - State of Illinois
Commissioned in Cook County
My Commission Expires January 16, 1989

STATE OF ILLINOIS)
) SS.:
COUNTY OF DUPAGE)

On this 9th day of October, 1986, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is a Vice President of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires July 14, 1988



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #8

THRALL CAR MANUFACTURING COMPANY
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

ITEM 1:

<u>Type</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	16	62384-62399	\$145,885	\$2,334,160	October '86	T-4086-T*
DTTX	44	62400-62443	\$149,695	\$6,586,580	Oct-Nov. '86	T-4086-T**
TTZX	100	86275-86374	\$ 44,615	\$4,461,500	Oct-Nov. '86	T-4086-T***

ITEM 2: December 31, 1986

ITEM 3: To be determined

ITEM 4: 26th and State Street, Chicago Heights, Illinois 60411

* 5-unit articulated container well cars, built in accordance with Trailer Train Specification No. 68-43-011586 dated January 15, 1986, and Thrall Specification No. FCA266-0421

** 5-unit articulated container well cars, built in accordance with Trailer Train Specification No. 68-43-011586 dated January 15, 1986, and Thrall Specification No. FCA291-0418

*** 73 foot, center beam car, Thrall Specification No. FMC-100-73-163 and Trailer Train Specification No. 68-43-011586 dated January 15, 1986.